



NORTHWEST TERRITORIES
LEGISLATIVE ASSEMBLY
TERRITOIRES DU NORD-OUEST
ASSEMBLÉE LÉGISLATIVE

MEETING GO 47-20-25

STANDING COMMITTEE ON GOVERNMENT OPERATIONS

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MONDAY, APRIL 28, 2025
EAGLE ROOM, LEGISLATIVE ASSEMBLY
9 AM

AGENDA

1. Call to Order
2. Prayer
3. Review and Adoption of Agenda
4. Declarations of Conflict of Interest
5. Public Matters
 - a) NTPC governance study:
 - i. Public briefing with David Brown, Executive Vice-President, Governance Solutions
 - ii. Public briefing with Terri Harper, Chief Financial Officer, INN Electric Cooperative Incorporated
6. In Camera Matters
 - a) Debrief
 - b) Committee business – Statutory review of the *Northwest Territories Heritage Fund Act*
 - c) NTPC governance study – briefing on PUB general rate application process
7. New Business
8. Date and Time of Next Meeting: Thursday, May 22, 2025 at 10:30 a.m.
9. Adjournment

Crown Corporation Governance

An Overview of Principles, Roles, and Best Practices

Presented by: David A. H. Brown

Executive Vice-President, Governance Solutions Inc.

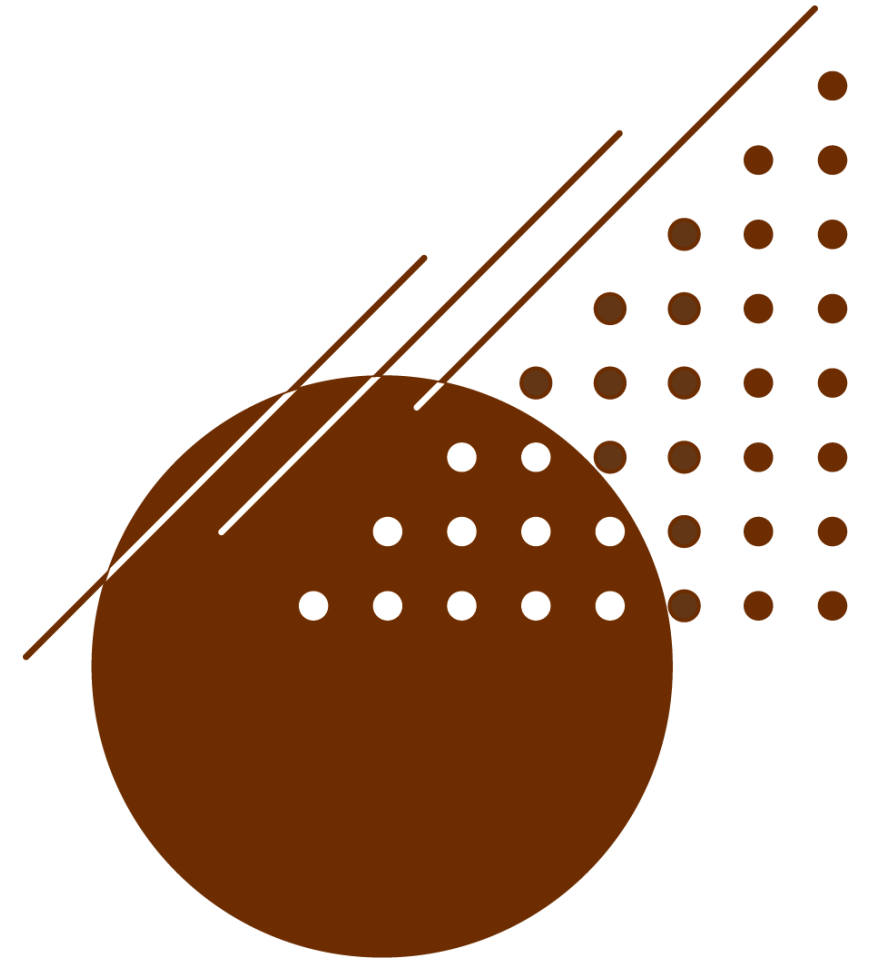
Introduction to Crown Corporations

- Federally or provincially owned entities
- Operate at arm's length from government
- Deliver public policy objectives



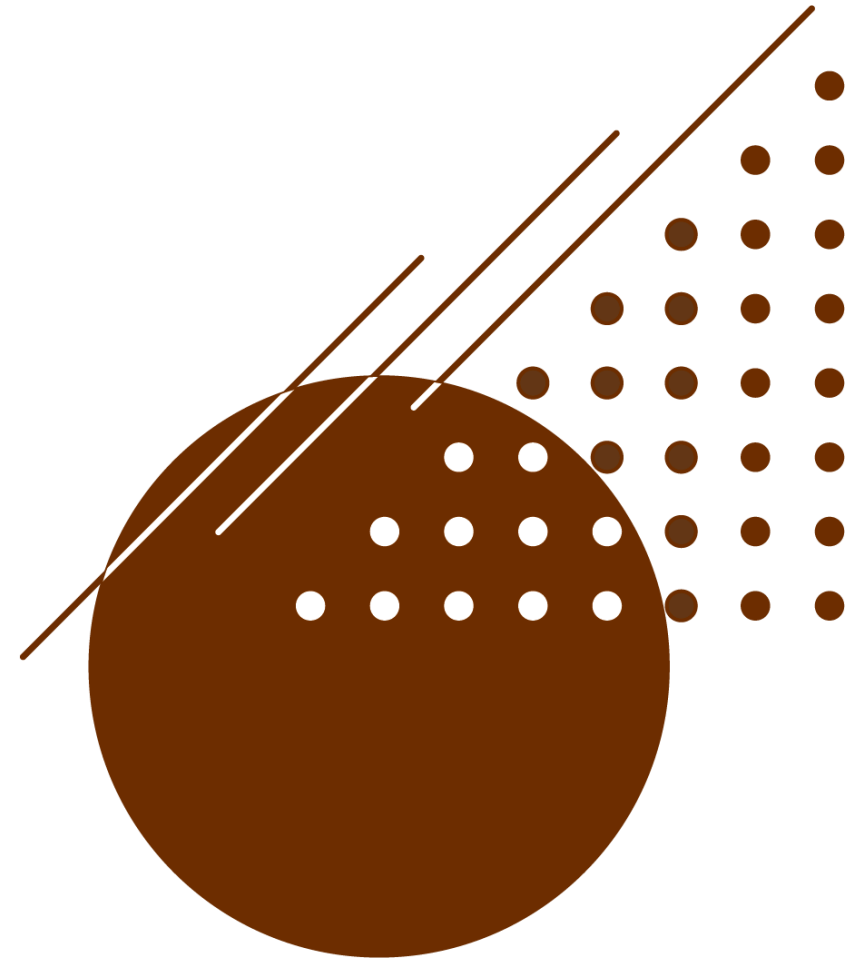
Governance Framework

- Enabling statute and incorporating documents
- Shareholder (Government) directives
- Board of Directors' fiduciary responsibilities
- Treasury Board and Auditor General oversight



Board Structure and Composition

- Appointed by Governor-in-Council
- Independent majority expected
- Diverse skills and backgrounds
- Clear separation of roles (Chair vs. CEO)



Governance is the system by which organizations are directed and controlled

Direction

Control

Strategy Direction
Strategic Plan
Where are we headed?

Performance & Risk Direction
Risk Appetites & Tolerances
What obstacles and opportunities might we face along the way?

People Direction
CEO Job Description, Performance Mandate, Board & Committee Charters
Who will do what?

Policy Direction
Board and Other Governance Related Policies
What are the boundaries and guidelines?

Resource Direction
Budget, Business Plan
How will we resource our efforts?



Strategy Control
The Annual Report
Where are we compared to where we said we would be?

Performance & Risk Control
Scorecard, Dashboard, Risk/Heat Map
How do we measure up & how well have we mitigated risks & acted on opportunities?

People Control
Board and CEO Evaluations
How well did we perform?

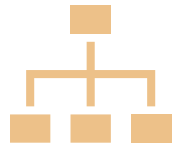
Policy Control
Policy Compliance, Internal Audit Reports, Minutes
How effective were our policies and what must be updated or adapted?

Resource Control
Interim (Quarterly) Financial Statements
How are we doing compared to budget?

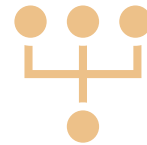
Purview of a Crown Corporation Board



- Strategic direction and performance oversight



- Risk management and internal controls



- CEO selection, evaluation, and succession



- Ensuring alignment with public interest

Accountability Mechanisms

- Annual reports and corporate plans
- Appearances before Parliamentary Committees
- Internal and external audits
- Government reviews and directives



Key Governance Principles

- Transparency and disclosure

- Independence and integrity

- Stewardship and accountability

- Commitment to public service values

Challenges in Governance

A 100% owned subsidiary on the one hand vs arms length commercial objectives on the other

- Balancing autonomy vs. control
- Political vs. business priorities
- Complex stakeholder environment
- Maintaining independence



Best Practices



- Regular board evaluations
- Clear board mandates and charters
- Professional development for directors
- Strong ethical framework and conflict-of-interest policies

Evolving Trends



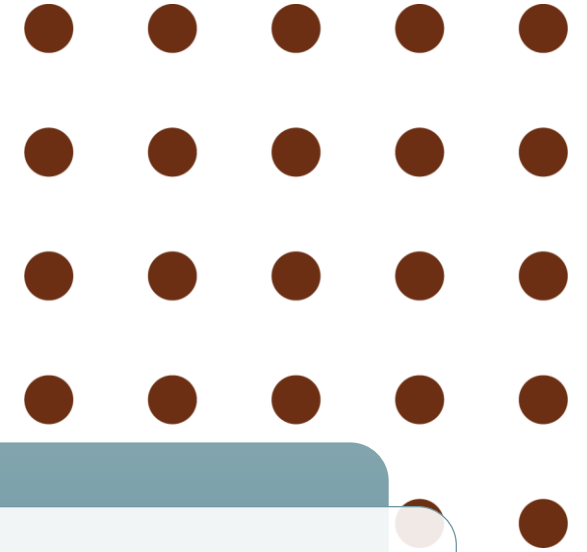
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- Increased emphasis on ESG (Environmental, Social, Governance)
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- Digital transformation and cyber risk governance
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- Greater transparency expectations from the public

Conclusion

Governance in
Crown corporations
is unique and
essential

Strong governance
ensures trust,
performance, and
public value

Ongoing
improvement and
vigilance are
necessary



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